

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Namaste Technologies Inc. (the “**Company**”)
Suite 2300 – 550 Burrard Street
Vancouver, BC V6C 2B5

2. Date of Material Change

October 30, 2017.

3. News Release:

The Company issued a news release with respect to the material change on October 30, 2017, a copy of which has been filed on SEDAR.

4. Summary of Material Change

The Company announced the closing of a non-brokered private placement financing of 14,409,000 units of the Company (“**Units**”) for gross proceeds of \$3,602,250 (the “**Offering**”).

5. Full Description of Material Change

5.1 – Full Description of Material Change

Further to the Company's press release dated October 13, 2017, the Company has completed its non-brokered private placement, whereby a total of 14,409,000 Units of the Company have been issued and sold, at a price per Unit of \$0.25, for total gross proceeds of \$3,602,250. Each Unit consists of one common share of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one Share at a price of \$0.35 for a period of 24 months following the closing date.

In the event that the closing price of the Company's Shares on the Canadian Securities Exchange is greater than \$0.70 per Share for a period of 10 consecutive trading days at any time after the closing of the Offering, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

The securities issued pursuant to the Offering are subject to a four month plus one day hold period in Canada expiring on March 1, 2018.

Namaste intends to use the net proceeds from the Offering to finance construction at the Company's wholly-owned subsidiary, Cannmart Inc. (“**CannMart**”), to purchase medical cannabis inventory once CannMart receives its distribution license from Health Canada and for strategic corporate purposes.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

7. Omitted Information

No significant facts otherwise required to be disclosed in this report have been omitted.

8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change and may be contacted respecting the change:

Sean Dollinger, CEO
T: 786-389-9771

9. Date of Report

November 7, 2017.